## Case 01-01139-AMC Doc 3024-10 Filed 11/19/02 Page 1 of 40

000427 09/03/2002 W. R. GRACE & CO. & SUBSIDIARIES GRACE S.A. Statement 6 65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

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Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE INCOME TAXES PAYABLE ACCRUED CURRENT LIABILITI OTHER CURRENT LIABILITIES INTER CORPORATE BAL. WITH INTRA CORPORATE	11,273 313,277 662,249 10,588 -2,185	-3,720 387,275 761,860 27,192 200,081 -453,980
Total	995,202	918,708

Case 01-01139-AMC Doc 3024-10 Filed 11/19/02 Page 2 of 40

000427 09/03/2002 W. R. GRACE & CO. & SUBSIDIARIES GRACE S.A. Statement 7 65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

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Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
NON CURRENT DEFERRED TAX	210,063	279,833
Total	210,063	279,833

Form **5471** 

(Roy May 2001)

Information Return of U.S. Persons With Respect To Certain Foreign Corporations

OMB No. 1545-0704

File in Duplicate

Department of the Treasury		ished for the fore		s annual acco	unting period			(see When Where To	File in the	
Internal Revenue Service		e instructions) be	eginning 01/0			ng 12/31 ,	2001	instructions	S)	
Name of person filing this		T3DTEC		l l	<b>:tifying num</b> -0773649					
W.R. GRACE & CC						(See instructio	ns Check	k applicable	box(es)):	
Number, street, & room or suit 5400 BROKEN SOU			ed to sueet addres	3)	agory or mor	1		3 X 4 X		
City or town, state, and Z		50115 500		C Ente	r the total perc	entage of the fore			·	
BOCA RATON, FL					•	nd of its annual ac	-		100 %	
	01/01	.2001	and ending 12	/31/	, 20					
D Person(s) on whose	· · · · · · · · · · · · · · · · · · ·	ation return is file								
	•				(2) Irdo	tihina numba		heck applicable box(es		
(1) Name	•		(2) Address		(3) 1001	ntifying numbe	Share- holder	Officer	Director	
									<u> </u>	
						<del></del>	<del> </del> -		<del> </del>	
			<del>,</del>						<u> </u>	
Important: Fill in all appuniess othe	olicable lines and rwise indicated.	schedules. All in	formation must	be in the Engl	sh language					
1a Name and address of	- ,					<b>b</b> Emplo	yer identi	fication num	ber, if any	
PIERI ESPECIALIDADES SL					- <u>-</u> -					
TIRSO DE MOLINA, S/N EDIFICIO PRECSA MODULO 08940 CORNELA DE LLOBREGAT BARCELONA, SPAIN					ļ - ·		ose laws incorp	orated		
			T -		. Duinning	SPAI business acti		unctional cu	monou.	
d Date of incorporation	1 e Principai i	place of busn.	f Principal bu	number		CHEMICAL	Vily   II F	u icuonai co	ii <del>o</del> iicy	
11/03/1996	BARCELO	NA, SPAIN	325900		PRODUC		1			
2 Provide the following			ration's account	ng period stat	ed above.		•			
a Name, address, and						turn was filed,	please si	now:		
(if any) in the United States		(i) Taxat	(i) Taxable income or (loss) (ii) U.S. income to (after all cred							
		•								
S Name and address	of foreign parmars	tionic statutons o	r rooidont	d Name and	d address (in	cluding como	rate dena	rtment if an	plicable) o	
C Name and address agent in country of it		dion's statutory o	resident	d Name and address (including corporate department, if applicable) of person (or persons) with custody of books & records of the foreign corporation, and the location of such books and records, if different						
ERNESTO LASA	LLE OBIOLS			ERNESTO LASALLE OBIOLS						
CLOS DE SANT										
141 2, BARCE		N								
Schedule A Ste			ration							
Part I - ALL Clas	ses of Stock									
		····			(b) Numbe	r of shares iss	ued and	outstanding		
(a) Description of each class of stock						End of annucuments				
ORDINARY SHARES	3	- man				250	·		250	
Part II — Addition	<b>el informatio</b> pleted <b>only</b> by C	n for Preferre	ed Stock or foreign persor	nal holding con	npanies)					
	tion of each class							(d) Indicate	whether	
(Note: This des	scription should nation entered in Pa	natch the corresp	onding	(b) Par functional		(c) Rate of d				
									· · · · · · · · · · · · · · · · · · ·	
	4 .4 51 - 41		Instructions				For	n 5471 (Be	v 5-2001	

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1-01139-AMC Doc 3024-10 Filed 11/19/02 Page 4 of 40 w.r. GRACE & CO. & SUBSIDIARIES Case 01-01139-AMC

000432 09/03/2002

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PIERI ESPECIALIDADES SL

65-0773649

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Page 2 Form 5471 (Rev. 5-2001) U.S. Shareholders of Foreign Corporation (See the instructions.) Schedule B (d) Number of shares held at end of annual accounting period (C) Number of shares held at beginning of annual (e) Pro rata share of subpart F income (enter as a percentage) (b) Description of each class of stock held by shareholder (a) Name, address, and identifying number of shareholder (Note: This description should match the corresponding description entered in Schedule A, Part I, column (a).) accounting period 250 ORDINARY SHARES W.R. GRACE & CO., - CONN. 7500 GRACE DRIVE COLUMBIA, MD 21044 A WHOLLY OWNED DOMESTIC SUBSIDIARY OF W.R. GRACE & CO.

Schedule C Income Statement (See the instructions.)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

				Functional Currency	U.S. Dollars
	4.	Gross receipts or sales	1a	632,894.	565,016.
	ia	Returns and allowances	1b	5,557.	4,961.
	0	Subtract line 1b from line 1a	1c	627,337.	560,055.
. 1		Cost of goods sold	2	370,286.	330,573.
N	2	Gross profit (subtract line 2 from line 1c)	3	257,051.	229,482.
CO	3	Dividends	4		
м	4	Interest	5	681.	608.
E	5	Gross rents, royalties, and license fees	6		
	6	Net gain or (loss) on sale of capital assets	7		
Ì	7	Other income (attach schedule)	8	881.	786.
	8	Other income (attach schedule)	9	258,613.	230,876.
	9_	Total income (add lines 3 through 8)	10	90,172.	80,501
	10	Compensation not deducted elsewhere	11	38,274.	34,169
D	11	Rents, royalties, and license fees	12	<u> </u>	
E	12	Interest	13	1,225.	1,094
U	13	Depreciation not deducted elsewhere	14		
Ť	14	Depletion.	15	868.	775
	15	Taxes (exclude provision for income, war profits, and excess profits taxes)	<del></del>		
0	16	Other deductions (attach schedule exclude provision for income, war profits, and	16	35,285.	31,500
S		excess profits taxes)	17	<del></del>	148,039
	17	Total deductions (add lines 10 through 16)	2.50		
	18	Net income or (loss) before extraordinary items, prior period adjustments, and the			
- 1		provision for income, war profits, and excess profits taxes (subtract line 17	18	92,789.	82,837
N C		from line 9)	19	- <del></del>	
N C O	19	Extraordinary items and prior period adjustments (see instructions)	20	<u>.                              </u>	28,994
, W	20	Provision for income, war profits, and excess profits taxes (see instructions)		22,277	
E	21	Current year net income or (loss) per books (line 18 plus line 19 minus line 20)	21	60,312.	53,843

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Form 5471 (Rev. 5-2001) Income, War Profits, and Excess Profits Taxes Paid or Accrued (See instructions.) Schedule E Amount of tax (d) in U.S. dollars (b) (c) (a)
Name of country or U.S. possession Conversion rate In foreign currency U.S. 29,014. 0.8933674 SPAIN 32,477 3 4 5 6 29,014.

**Balance Sheet** Schedule F

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Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

2a T b i 3 # 4 c 5 i 5 6 ! 7 c 8a 8 b i 9a 1 b i	Cash  Trade notes and accounts receivable.  Less allowance for bad debts.  Inventories.  Other current assets (attach schedule)	1 2a 2b 3 4 5 6 7 8a 8b 9a	Beginning of annual accounting period  ( )	156,757 562,979 ( 173,866 82,038 22,564 
2a T b i 3 # 4 c 5 i 5 6 ! 7 c 8a 8 b i 9a 1 b i	Trade notes and accounts receivable.  Less allowance for bad debts.  Other current assets (attach schedule)	2b 3 4 5 6 7 8a 8b 9a	( )	173,866 82,038 22,564 134 23,472
5 i 4 6 5 i 6 i 7 6 8a 8 b i 9a i b i	Less allowance for bad debts.  niventories  Other current assets (attach schedule)  Loans to stockholders and other related persons.  nivestment in subsidiaries (attach schedule)  Other investments (attach schedule)  SEE STATEMENT. 4  Buildings and other depreciable assets  Less accumulated depreciation  Depletable assets.  Less accumulated depletion.	3 4 5 6 7 8a 8b 9a	( )	82,038 22,564 134 23,472
3 1 4 5 1 5 1 7 6 8 a 8 b 1 9 a 1 b 1	nventories  Other current assets (attach schedule)	4 5 6 7 8a 8b 9a	( )	22,564 134 23,472
4 0 5 t 6 1 7 0 8a 8 b 1 9a 1 b 1	Other current assets (attach schedule)	5 6 7 8a 8b 9a	( )	134 23,472
5 t 6 t 7 0 8a 8 b t 9a t	Loans to stockholders and other related persons	6 7 8a 8b 9a	( )	23,472
6   7   6   8a   8   b   1   9a   1   b   1	nvestment in subsidiaries (attach schedule)  Other investments (attach schedule)	7 8a 8b 9a	( )	23,472
7 (8a 8 b 1 9a 1 b 1	Other investments (attach schedule)	8a 8b 9a	( )	23,472
8a 8 b 1 9a 1 b 1	Buildings and other depreciable assets	8b 9a	( )	
<b>b</b> և 9a ն	Less accumulated depreciation	9a	(	14.569
b i	Less accumulated depletion			1 22,000
10 1		9b	( )	(
10 1	Land (net of any amortization)	10		
11	Intangible assets:			]
a	Goodwill	11a		
b	Organization costs	11b		
C	Patents, trademarks, and other intangible assets	11c		
	Less accumulated amortization for lines 11a, b, and c	11d	( )	(
12	Other assets (attach schedule)	12		0
13	Total assets	13	0.	659,509
	Liabilities and Stockholders' Equity			
		14		-23,964
14	Accounts payable	15		173,004
15	Other current liabilities (attach schedule) SEE . STATEMENT 5	16		173,004
16	Loans from stockholders and other related persons	17		0
	Other liabilities (attach schedule)			+ <u> </u>
18	Capital stock:	18a		1
a	Preferred stock	18b	·	13,260
_ D	Common stock	19	0.	
19	Paid-in or capital surplus (attach reconciliation)	20		53,228
20	Retained earnings	21	1	0 (
21	Less cost of treasury stock	-	<del>                                     </del>	†
22	Total liabilities and stockholders' equity	22	0.	659,509

	5471 (Rev. 5-2001) hedule G Other Information				
	During the tax year, did the foreign corporation own at least a 10% into	arast diractly ar indi	rectty in a foreign		Yes
1	partnership?	erest, directly of from			Г
	If "Yes," see the instructions for required attachment.				_
2	During the tax year, did the foreign corporation own an interest in any	trust?	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
3	During the tax year, did the foreign corporation own any foreign entities	s that were disregar	ded as entities separate		
•	from their owners under Regulations sections 301.7701-2 and 301.770	01-3?			[]
	If "Yes," attach a statement listing the name, country under whose law	s the entity was orga	nized, and EIN (if any)		
	of each entity.				
Sci	hedule H Current Earnings and Profits (See the instru	uctions.)			
	ortant: Enter the amounts on lines 1 through 5c in functional currency.	11.			
1	Current year net income or (loss) per foreign books of account			1	60,3
	_		<del></del>		
2	Net adjustments made to line 1 to determine current	Net	Net		
	earnings and profits according to U.S. financial and tax accounting standards (see instructions):	Additions	Subtractions		
		<u></u>		1001	
a	Capital gains or losses		<u> </u>	1	
b	= : ):		<del>                                     </del>		
C	Depletion		<del>                                     </del>	1	
d	Investment or incentive allowance		<u> </u>	1	
e	Charges to statutory reserves				
T	Taxes			1	
g		0	. 0.	1	
3	Total net additions	0			
4	Total net subtractions.		0.		
5a	and the second s			5a	60,3
b	The same of the sa	nstructions)		5b	
C	Combine lines 5a and 5b			5c	60,3
d	Current earnings and profits in U.S. dollars (line 5c translated at the a	appropriate exchange	e rate as defined in	11	
	section 989(b) and the related regulations) (see instructions)			5d	53,8
	Enter exchange rate used for line 5d ▶		0.892750		
Sc	riedule   Summary of Shareholder's Income From	m Foreign Corp	oration (See the instru	ctions.)	
				11	
1	Subpart F income (line 40b, Worksheet A in the instructions)			"   "	
_	Earnings invested in U.S. property (line 17, Worksheet B in the instru	ctions)		2	
2	Previously excluded subpart F income withdrawn from qualified investigations.	stments (line 6b. Wo	rksheet C in the		
3	instructions)			3	
4	Previously excluded export trade income withdrawn from investment	in export trade asse	ts (line 7b, Worksheet D		
4	in the instructions)			4	
	If the monaction,				
5	Factoring income	,		5	
•	Lactoring moons.				
6	Total of lines 1 through 5. Enter here and on your income tax return.	See instructions		6	
•	Total of lines ( allough of allow viole and ser ) = 1.				
7	Dividends received (translated at spot rate on payment date under se	ection 989(b)(1))		7	
_				1 1	
8	Exchange gain or (loss) on a distribution of previously taxed income.			8	Y

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SCHEDULE J (Form 5471)

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Accumulated Earnings and Profits (E&P) of Controlled Foreign Corporation

► Attach to Form 5471. See Instructions for Form 5471.

OMB No. 1545-0704

(Rev. May 2001) Department of the Treasury Internal Revenue Service Name of person filing Form 5471

W.R. GRACE & CO. &\_SUBSIDIARIES

identifying number 65-0773649

Name of foreign corporation

DIEDI EGDECTALIDADES SI

	portant. Enter	(a) Post-1986 Undistributed	(b) Pre-1987 E&P Not Previously	(section	sty Taxed E&P (see it s 959(c)(1) and (2) ba		(d) Total Section 964(a) E&P
	nounts in functional irrency.	Earnings (post-86 section 959(c)(3) balance)	Taxed (pre-87 section 959(c)(3) balance)	(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	(combine columns (a), (b), and (c))
1	Balance at						_
	beginning of year	0.					0
2a	Current year E&P	60,312.					
b	Current year deficit in E&P	-					
3	Total current and accumulated E&P not previously taxed						
	(line 1 plus line 2a, in minus line 2b)	60,312.					
4	Amounts included under sec. 951(a) or reclassified under section 959(c) in current year						
5a	Actual distributions or reclassifications of previously taxed E&P						
b	Actual distributions						
	of nonpreviously taxed E&P						
6a	Balance of previously taxed E&P at end of year (line 1 plus line 4,			0.	0.	0.	
h	minus line 5a) Balance of E&P not			0.			
J	previously taxed at end of year (line 3						
	minus line 4, minus line 5b)	60,312.	. 0.				
7	Balance at end of year. (Enter amount from line 6a / line 6b,					0.	60,312
	whichever is applic.) Paperwork Reduction	60,312.	0.	0.	0.		orm 5471) (Rev. 5-200

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SCHEDULE M (Form 5471) (Rev. May 2001)

Internal Revenue Service

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Department of the Treasury

# Transactions Between Controlled Foreign Corporation and Shareholders or Other Related Persons

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W.R. GRACE & CO. & SUBSIDIARIES

Identifying number 65-0773649

Name of foreign corporation

PIERI ESPECIALIDADES SL

**Important:** Complete a **separate** Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

8927500 Enter the relevant functional currency and the exchange rate used throughout this schedule (e) 10% or more U.S. hareholder of controlled foreign corporation (other than the U.S. (f) 10% or more U.S. shareholder of any (d) Any other foreign corporation or (C) Any domestic (a) Transactions partnership controlled by U.S. person filing this return corporation controlling the foreign corporation (b) U.S. person filing this return partnership controlled by U.S. person filing this return of foreign corporation person filing this return) 1 Sales of stock in trade (inventory)..... 2 Sales of property rights (patents, trademarks, etc.).... 3 Compensation received for technical, managerial, engineering, construction, or like services 4 Commissions received . . . . . . . 5 Rents, royalties, and license fees received..... 6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income). . . . . 8 Premiums received for insurance or reinsurance..... Ο. 0. 0 0. 0. 9 Add lines 1 through 8 . . . . . . . . 10 Purchases of stock in trade 222,754. (inventory)..... 11 Purchases of tangible property other than stock in trade . . . . . 12 Purchases of property rights (patents, trademarks, etc.).... 13 Compensation paid for technical, managerial, engineering, construction, or 2,623. like services..... 14 Commissions paid..... 15 Rents, royalties, and license 16 Dividends paid ..... 0 0. 225,377. 0. 0. **18** Add lines 10 through 17 . . . . . . 19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions . . . 20 Amounts loaned (enter the maximum loan balance during

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

the year) -- see instructions . .

Important: Complete a separate Schedule O for each foreign corporation for which information must be reported.

SCHEDULE O (Form 5471)

(Rev. May 2001)

## Organization or Reorganization of Foreign Corporation, and Acquisitions and Dispositions of its Stock

OMB No. 1545-0704

Department of the Treasury Internal Revenue Service

▶ Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W.R. GRACE & CO. & SUBSIDIARIES

Name of foreign corporation

PIERI ESPECIALIDADES SL

Name of shareholder for whom acquisition information is reported

Address of shareholder

Identifying number of shareholder of shareholder of shareholder

Date of additional 10% acquisition 10% acquisition

### Part II To Be Completed by U.S. Shareholders

Note: If this return is required because one or more shareholders became U.S. persons, attach a list showing the names of such persons and the date each became a U.S. person.

Section A -- General Shareholder Information

	Section A Ger	neral Shareholder int	ormation		
(a)	Name address and identifying number			Date (if a	<b>c)</b> ny) share- last filed
of shareholder(s) filing this schedule	Type of return (enter form number) (2)  Date return filed		(3) Internal Revenue Service Center where filed	info. return under section 6046 for the foreign corporation	
W.R. GRACE & CO CONN 5400 BROKEN SOUND BLVD BOCA RATON, FL 33487	1120	09/15/2001	ATLANTA, GA		···
		•			-
Section B	U.S. Persons Who Are	Officers or Directors	s of the Foreign Corporation		
(a)	(b) Address		(c) Social security number	Check a	<b>d)</b> ppropriate k(es)
Name of U.S. officer or director	Add	11655	Social Security Humber	Officer	Director
					ļ
		A	- 44		

Section C -- Acquisition of Stock (e) (c) Number of shares acquired Method of Class of stock Date of Name of shareholder(s) filing this acquisition acquisition acquired schedule Constructively Directly Indirectly 250 ORDINARY CASH 07/31/01 GRACE & CO.-CONN.

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule O (Form 5471) (Rev. 5-2001)

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Case 01-01139-AMC Doc 3024-10 Filed 11/19/02 Page 10 of 40 000432 Schedule O (Form 5471) (Rev. 5-2001) ESPECIALIDADES SL 65-0773649 Page 2 (g) Name and address of person from whom shares were acquired Amount paid or value given Available at taxpayers office 300,000 Section D -- Disposition of Stock **(e)** (d) Number of shares disposed of Method of (b) Date of disposition Name of shareholder disposing of stock Class of stock disposition (1) Constructively Indirectly Directly (a) **(f)** Name and address of person to whom disposition of stock was made Amount received Section E -- Organization or Reorganization of Foreign Corporation (c) (b) Date of transfer Identifying number (if any) Name and address of transferor (e) Assets transferred to foreign corporation Description of assets transferred by, or notes (3) Adjusted basis (if transferor was U.S. person) or securities issued by, foreign corporation (1) Fair market value Description of assets

#### Section F -- Additional Information

(a) If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).

(b) List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock

(c) If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see the instructions for an example).

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Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
OPERATING REVENUE OTHER INCOME	864 17	771 15
Total	881	786

Statement 2

65-0773649

000432 09/03/2002 W.R. GRACE & CO. & SUBSIDIARIES PIERI ESPECIALIDADES SL

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION ADVERTISING GENERAL STATIONARY AND SU TELEPHONE COMMUNICATIONS OPERATING COSTS UTILITIES REPAIRS AND MAINTENANCE INSURANCE SERVICE CHARGES EXPENSE TRANSFERS OTHER DEDUCTIONS	6,422 4,048 4,465 15,954 57 75 1,014 192 726 2,564 -232	5,733 3,614 3,986 14,243 51 67 905 171 648 2,289 -207
Total	35,285	31,500

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Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

-		=======================================
Total	0	22,564
OTHER PREPAYMENTS AND OTH		22,564
Detail Description	Beginning	Ending

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000432 09/03/2002 W.R. GRACE & CO. & SUBSIDIARIES PIERI ESPECIALIDADES SL Statement 4 65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 7 -- Other Investments

Detail Description	Beginning	Ending
MISCELLANEOUS INVESTMENTS	· · · · · · · · · · · · · · · · · · ·	134
Total	0	134
	=======================================	: ============

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000432 09/03/2002 W.R. GRACE & CO. & SUBSIDIARIES PIERI ESPECIALIDADES SL Statement 5 65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

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Schedule F, line 15 -- Other Current Liabilities

Detail Description		Beginning	Ending
ACCEPTANCE PAYABLE INCOME TAXES PAYABLE ACCRUED CURRENT LIABILITI INTER CORPORATE BAL. WITH			45,239 -117,948 67,321 178,392
Total	,	0	173,004

Form **5471** 

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Information Return of U.S. Persons With Respect To Certain Foreign Corporations

OMB No. 1545-0704

File In Duplicate

(Rev. May 2001)			► See separate	nstruction:	·			(see When	and	
D	Information furni	ished for the fore	ign corporation's	annual acco	unting period	i (tax year rec	uired by	Where To	File in the	
Department of the Treasury Internal Revenue Service	section 898) (sec	e instructions) be	ginning 01/0	2001	, and endi	ng 12/31	, 20 U I	instructions	)	
Name of person filing thi				I	A Identifying number 65-0773649					
W. R. GRACE					-07736	49	Ohaa	ا ماطعمانامهام	hay/00\\:	
Number, street, & room or sui	te no. (or P.O. box no.	if mail is not deliver	ed to street address	B Cat	egory of filer	(See instruction	2	3   4   X	5 X	
5400 BROKEN		D SUI	TE 300			entage of the fo				
City or town, state, and	ZIP code			i i		entage of the fo nd of its annual a			% %	
01/01 01 12/31						01	ccounting p	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
	01/01	, 20 <b>0 1</b>	_,	/ 31	, 20					
D Person(s) on whose	benail this inform	adon return is me	34.		<u> </u>		(4) Ch	eck applicabl	e box(es)	
(1) Nam	8		(2) Address		(3) Ide	ntifying numb	Share		Director	
-			<u></u>							
****										
Important: Fill in all ap	plicable lines and	schedules. All in	formation must t	e in the Eng	ish language	. Ail amounts	must be	stated in U.S.	. dollars	
unless other	erwise indicated.									
1a Name and address	of foreign corpora	tion				<b>b</b> Empi	oyer iden	tification num	ber, if any	
GRACE AB (	SWEDEN)					ļ		<del>-</del>		
BOX 622						1	•	hose laws incorp	porated	
251 06 HEL					I · ·		DEN	Functional cu		
d Date of incorporation	n 🛭 🤁 Principal (	place of busn.	f Principal bus	siness activity number		d business ac		Functional cu	riericy	
	GME	an mar	1	HUHIDO		CHEMIC ICT MFG		wedish	Krona	
03/17/24	1	EDEN	325900	an noricel stat		CI MIC		<del>ncaro</del>		
2 Provide the following	g information for t	ne toreign corpo	ration's account	h Hall Si	ncome tay r	eturn was filed	nlease	show:	····	
a Name, address, and		Per Of Dranch One	Le or agent	D 11 a 0.0.1	noono tax n			.S. income tax	x paid	
(if any) in the United	1 States			(i) Taxa	(i) Taxable income or (loss) (after all credits)					
C Name and address	of foreign corpora	ation's statutory o	r resident	d Name an	d address (i	ncluding corp	rate dep	artment, if ap	plicable) of	
agent in country of				person (	or persons) v	vith custody o ocation of suc	books &	records of the	e toreign if different	
•				Corporate	on, and the	ocabon or suc	HI DOORS	Q((d) 1000, do,	ii dinoroni	
									•	
			•	RAGNAI	R STEN	SERT				
				<u> </u>						
	lock of the Fo		ration							
Part I - ALL Clas	Ses of Stock				(h) Numb	er of shares is	sued and	outstanding	<del></del>	
4-> B		alasa at atask		(i) Pc				i) End of anni	ual	
(a) D	escription of each	CIASS OF SIOCK			(i) Beginning of annual (ii) End of annual accounting period accounting period					
COMMON	******			<del>                                     </del>		9,125	**	109	,125	
COMMON				<del>                                     </del>		<u>, , , , , , , , , , , , , , , , , , , </u>				
		***								
<del></del>	<del></del>		<u></u>							
Part II Addition	nal Information	n for Preferr	ed Stock or foreign person	al holding co	mpanies)					
	ption of each clas						<u> </u>	(d) indicate		
(Note: This de	scription should r	natch the corres	ponding		value in d currency	(c) Rate of	dividend	stock is cur		
descri	otion entered in Pa	art I, column (a).	)	101100011				noncum	iulauve	
								<del> </del>	•	
				<u> </u>	_	<del> </del>		<del>                                     </del>		
				<u> </u>		<u> </u>		<u> </u>		

Case 01-01139-AMC Doc 3024-10 Filed 11/19/02 Page 17 of 40 000706 09/03/2002 W. R. GRACE & CO. & SUBSIDIARIES 11/19/02 Page 17 of 40

GRACE AB (SWEDEN)

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65-0773649

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Page 2 Form 5471 (Rev. 5-2001) Schedule B U.S. Shareholders of Foreign Corporation (See the instructions.) (d) Number of shares held at end of annual accounting period (C) Number of shares held at beginning of annual (e) Pro rata share of subpart F income (enter as a percentage) (b) Description of each class of stock held by shareholder (Note: This description should match the corresponding (a) Name, address, and identifying number of shareholder description entered in Schedule A, Part I, column (a).) accounting period 109,125 109,125 COMMON \*W.R. GRACE-CONN. 7500 GRACE DRIVE COLUMBIA, MD 21044 13-5114230 \*A WHOLLY OWNED SUBSIDIARY OF W. R. GRACE & CO.

Income Statement (See the instructions.) Schedule C

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

<del></del>	column. See instructions for special rules for 27.0 million portation		Functional Currency	U.S. Dollars
	Gross receipts or sales	1a		
11	Programme and allowances	1b		
	Subtract line 1b from line 1a	1c	0.	0.
.   .	Cost of goods sold	2		
N 2	Gross profit (subtract line 2 from line 1c)	3	0.	0.
N G	Dividends	4		
0 4 M	Dividends	5	2,337,342.	224,665.
E 3	Interest	6		
6	Gross rents, royalties, and license fees	7	-	
7	Net gain or (loss) on sale of capital assets	8	948,781.	91,197.
8	Other income (attach schedule)	9	3,286,123.	315,862.
9	Total Income (add lines 3 through 8)	10	3,166,708.	304,384.
_   10	Compensation not deducted elsewhere	11	455,262.	43,759.
P 11	Rents, royalties, and license fees	12	7,828.	752.
E 12	interest	13	61,064.	5,869.
<u>U</u> 13	Depreciation not deducted elsewhere	14		
Ç 14	Depletion	15		
i   15	Taxes (exclude provision for income, war profits, and excess profits taxes)	- <del></del>	-	
O 16	Other deductions (attach schedule exclude provision for income, war profits, and	16	-3,080,944.	-296,141.
s	excess profits taxes)	17	609,918.	58,623.
17	Total deductions (add lines 10 through 16)	<b></b>		**********
18	Net income or (loss) before extraordinary items, prior period adjustments, and the			
	provision for income, war profits, and excess profits taxes (subtract line 17	18	2,676,205.	257,239
N N	from line 9)	19	2,070,200.	
N C 19 E O 19 T M 20	Extraordinary items and prior period adjustments (see instructions)	20	892,084.	85,747
	- I CONTRACTOR OF A STANDARD CONTRACTOR OF A S	20	0,2,004.	
E	the 40 plus line 40 minus line 20)	21	1,784,121.	171,492
2	Current year net income or (loss) per books (line to plus line to the plus			

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Form 5471 (Rev. 5-2001) Income, War Profits, and Excess Profits Taxes Pald or Accrued (See instructions.) Schedule E Amount of tax (d) (c) (b) (a)
Name of country or U.S. possession In U.S. dollars Conversion rate In foreign currency U.S. 70,365. 0945138 744,494 SWEDEN 3 4 5 6 70,365.

**Balance Sheet** Schedule F

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Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

DAST	M corporations.		(a)	(b)
	Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
4	Cash	1	3,890,439.	160,198.
1	Trade notes and accounts receivable	2a	1,803,822.	91,649.
2 <b>a</b>	Less allowance for bad debts	2b	(	( 0.)
D	Inventories	3	<u></u>	
3	Other current assets (attach schedule)	4	31,582.	26,218.
4	Other current assets (attach schedule)	5		
5	Loans to stockholders and other related persons	6		
6	Investment in subsidiaries (attach schedule)	7	0.	0.
7	Other investments (attach schedule)	8a	68,994.	61,529.
8 <b>a</b>	Buildings and other depreciable assets	8b	( 58,469.)	
b	Less accumulated depreciation	9a	( 30,103.)	<u> </u>
9a	Depletable assets		,	(
b	Less accumulated depletion	9b		<u> </u>
10	Land (net of any amortization)	10		
11	intangible assets:			
а	Goodwill	11a	.,,	<del>                                     </del>
b	Organization costs	11b		<u> </u>
c	Patents, trademarks, and other intangible assets	11c		
ď	I are accumulated amortization for lines 11a, b, and C	11d		0.
12	Other assets (attach schedule)	12	2,561.	U.
	VIIII			007 740
13	Total assets	13	5,738,929.	281,749.
10	Liabilities and Stockholders' Equity			
	Ligolities and Stockholders, Edans			
14	Accounts payable	14	11,011.	
15	Other current liabilities (attach schedule)	15	926,471	354,643.
	Loans from stockholders and other related persons.	16		-5,725,017.
16	Other liabilities (attach schedule)	17	9,350	71,090.
	Other liabilities (attach scriedule)			
17		1		
18	Canital stock:	18a		
18	Capital stock: Preferred stock	18a		. 1,019,009.
18	Capital stock:  Preferred stock	18b		
18 a b 19	Capital stock:  Preferred stock	18b 19	1,142,648	. 0.
18 b 19 20	Capital stock:  Preferred stock	18b 19 20	1,142,648 0 4,920,037	. 0.
18 a b 19	Capital stock:  Preferred stock	18b 19	1,142,648 0 4,920,037	. 0.
18 b 19 20	Capital stock:  Preferred stock	18b 19 20 21	1,142,648 0 4,920,037	0.4,554,270.

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	5471 (Rev. 5-2001)	-		··	Р
( ) <del>( ) ( )</del>					Ye
1	During the tax year, did the foreign corporation own at least a 10% in	terest, directly or indire	ctly, in a foreign		_
	partnership?		• • • • • • • • • • • • • • • • • • • •	• • • • •	L
	If "Yes," see the instructions for required attachment.				г
2	During the tax year, did the foreign corporation own an interest in an	y trust?			· · · · · · · L
3	During the tax year, did the foreign corporation own any foreign entiti	es that were disregarde	ed as entities separate		_
	from their owners under Regulations sections 301.7701-2 and 301.77	701-3?	• • • • • • • • • • • • • • • • • • • •	• • • • •	L
	If "Yes," attach a statement listing the name, country under whose law	vs the entity was organi	ized, and EIN (if any)		
	of each entity.				
Se.	hadule H Current Earnings and Profits (See the inst	ructions.)			
lmpo	ortant: Enter the amounts on lines 1 through 5c in functional currency.				2 504 1
1	Current year net income or (loss) per foreign books of account			3	1,784,
	_	<del></del>	***************************************		
2	Net adjustments made to line 1 to determine current	Net	Net		
	earnings and profits according to U.S. financial and tax accounting standards (see instructions):	Additions	Subtractions		
a	Capital gains or losses				
þ	, , , , , , , , , , , , , , , , , , ,				
Ĉ	Depietion				
d	Investment or incentive allowance				
0					
f	Inventory adjustments		<u>.</u>		
g	Taxes	147,590.			
h	Other (attach schedule)	0.	0.		
3	Total net additions				
4	Total net subtractions		0.	10.000000000	1,931,
5a	Current earnings and profits (line 1 plus line 3 minus line 4)				1,331,
b	DASTM gain or (loss) for foreign corporations that use DASTM (see it	nstructions)		5b	1,931,
	Combine lines 5a and 5b			30	1,931,
d	Current earnings and profits in U.S. dollars (line 5c translated at the	appropriate exchange r	ate as delined in	5d	185,6
	section 989(b) and the related regulations) (see instructions)		0.096120		105,
	Enter exchange rate used for line 5d ▶	F1 O			
Sc	hedule Summary of Shareholder's Income Fro	m Foreign Corpo	ration (See the instru	Tions.)	<u> </u>
				1	
1	Subpart F income (line 40b, Worksheet A in the instructions)	, , , , , , , , , , , , , , , , , , , ,		<del>-</del> -	<del>                                     </del>
_	- 1 was to see a last to the second of the s	ections)		2	İ
2	Earnings invested in U.S. property (line 17, Worksheet B in the instru	stmonto (lino 6h. Morks	hoot C in the	<del></del>	-
3	Previously excluded subpart F income withdrawn from qualified inve	surients (mie ob, works	MIGGE C III UIG	3	
	instructions)	in overst trade accete	/line 7h Worksheet D	<b>–</b>	
4	Previously excluded export trade income withdrawn from investment			4	
	in the instructions)			<b>├</b>	
_				5	
5	Factoring income			<b> </b>	<del> </del>
_		Can instructions		6	
6	Total of lines 1 through 5. Enter here and on your income tax return.	See instructions		-	<del> </del>
_	and the second s			7	
7	Dividends received (translated at spot rate on payment date under s	ection 989(b)(1))		<del>  '</del>	
٥	Exchange gain or (loss) on a distribution of previously taxed income			8	
8	every side Assi of (1022) our a distribution of breatons a reven income			<del></del>	Y

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SCHEDULE J (Form 5471) (Rev. May 2001)

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## Accumulated Earnings and Profits (E&P) of Controlled Foreign Corporation

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▶ Attach to Form 5471. See Instructions for Form 5471.

OMB No. 1545-0704

Department of the Treasury Internal Revenue Service Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number 65-0773649

Name of foreign corporation GRACE AB (SWEDEN)

1 5471J1

	nportant. Enter	(a) Post-1986 (b) Pre-1987 E&P (c) Previously Taxed E&P (see instructions) Undistributed Not Previously (sections 959(c)(1) and (2) balances)			s 959(c)(1) and (2) be		(d) Total Section 964(a) E&P	
	nounts in functional irrency.	Earnings (post-86 section 959(c)(3) balance)	Taxed (pre-87 section 959(c)(3) balance)	(ii) Earnings Invested in Excess in U.S. Property (iii) Earnings Invested in Excess Passive Assets (iii) Subpart F			(combine columns (a), (b), and (c))	
1	Balance at							
	beginning of year	18,180,644.					18,180,644.	
2я	Current year E&P	1,931,711.						
_	Current year	_,				7.5		
		•						
_	deficit in E&P							
3	Total current and							
	accumulated E&P not previously taxed							
	(line 1 plus line 2a,							
	minus line 2b)	20,112,355.						
4	Amounts included under sec. 951(a) or reclassified under section 959(c) in		,					
	current year				· · · · · · · · · · · · · · · · · · ·			
5a	Actual distributions or reclassifications of previously taxed E&P							
ь	Actual distributions							
_	of nonpreviously							
			•					
<b>—</b>	taxed E&P							
68	Balance of				ļ			
	previously taxed E&P at end of vear							
	(line 1 plus line 4,							
	minus line 5a)			0.	0.	0.		
h	Balance of E&P not							
_	previously taxed at							
	end of year (line 3							
	minus line 4, minus							
	line 5b)	20,112,355.	0.					
7	Balance at end of year. (Enter amount from line 6a / line 6b.							
	whichever is applic.)	20,112,355.	0.	0.	.  0.	0.	20,112,355	

For Paperwork Reduction Act Notice, see the instructions for Form 5471.

NTF 35690

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### SCHEDULE M (Form 5471)

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(Rev. May 2001)
Department of the Treasury
Internal Revenue Service

## Transactions Between Controlled Foreign Corporation and Shareholders or Other Related Persons

Attach to Form 5471. See Instructions for Form 5471.

OMB No. 1545-0704

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number 65-0773649

Name of foreign corporation

GRACE AB (SWEDEN)

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Swedish Krona 0.0961200 Enter the relevant functional currency and the exchange rate used throughout this schedule (f) 10% or more U.S. shareholder of any corporation controlling the (e) 10% or more U.S. hareholder of controlled foreign corporation (other than the U.S. (d) Any other foreign (C) Any domestic corporation or partnership controlled by U.S. person filing this return (b) U.S. person filing this return corporation or partnership controlled by U.S. person filing (a) Transactions of foreign corporation person filing this return) foreign corporation this return 1 Sales of stock in trade (inventory)..... 2 Sales of property rights (patents, trademarks, etc.). . . . 3 Compensation received for technical, managerial, engineering, construction, or like services...... 449,291. 4 Commissions received . . . . . . 5 Rents, royalties, and license fees received..... 6 Dividends received (exclude deemed distributions under suppart F and distributions of previously taxed income). . . . . 61,093. 7 Interest received . . . . . 8 Premiums received for insurance or reinsurance..... 0. 510,384 0. 0. 9 Add lines 1 through 8 . . . . . . . . . 10 Purchases of stock in trade (inventory)..... 11 Purchases of tangible property other than stock in trade . . . . . 12 Purchases of property rights (patents, trademarks, etc.). . . . . 13 Compensation paid for technical, managerial, engineering, construction, or like services..... 14 Commissions paid..... 15 Rents, royalties, and license 17 Interest paid ...... 0. Ο. 0. ٥. 0. **18** Add lines 10 through 17 . . . . . 19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions . . . 20 Amounts loaned (enter the maximum loan balance during 6,897,541 the year) -- see instructions . .

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

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000706 09/03/2002 W. R. GRACE & CO. & SUBSIDIARIES GRACE AB (SWEDEN) Statement 1 65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Income

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Description	Functional Currency	U.S. Dollars
OTHER INCOME INTER CORP. OTHER INCOME	602,660 346,121	57,928 33,269
Total	948,781	91,197

000706 09/03/2002 Statement 2 W. R. GRACE & CO. & SUBSIDIARIES 65-0773649 GRACE AB (SWEDEN)

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Deductions

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Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION GENERAL STATIONARY AND SU TELEPHONE COMMUNICATIONS EXPENSE TRANSFERS OTHER DEDUCTIONS	70,274 49,666 801,875 -4,326,505 323,746	6,755 4,774 77,076 -415,864 31,118
Total	-3,080,944	-296,141

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000706 09/03/2002 W. R. GRACE & CO. & SUBSIDIARIES GRACE AB (SWEDEN) Statement 3 65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

3.

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH	31,582	26,218
Total	31,582	26,218

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000706 09/03/2002 W. R. GRACE & CO. & SUBSIDIARIES GRACE AB (SWEDEN) Statement 4 65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

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Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
DEFERRED CHARGES	2,561	
Total	2,561	. 0

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000706 09/03/2002 W. R. GRACE & CO. & SUBSIDIARIES GRACE AB (SWEDEN) Statement 5 65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

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Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE INCOME TAXES PAYABLE ACCRUED CURRENT LIABILITI INTER CORPORATE BAL. WITH OTHER CURRENT LIABILITIES	125 552,417 377,379 -3,450	217,682 239,766 -109,342 6,537
Total	926,471	354,643

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000706 09/03/2002 W. R. GRACE & CO. & SUBSIDIARIES GRACE AB (SWEDEN) Statement 6 65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

**É**,

Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
RESERVES NON CURRENT DEFERRED TAX	21,796 -12,446	12,901 58,189
Total	9,350	71,090

Part II - Additional Information for Preferred Stock (To be completed only by Category 1 filers for foreign personal holding companies)

(b) Par value in

functional currency

(a) Description of each class of Preferred stock

(Note: This description should match the corresponding

description entered in Part I, column (a).)

Form 5471 (Rev. 5-2001)

(d) indicate whether

stock is cumulative or

noncumulative

(c) Rate of dividend

Form **5471** 

## Information Return of U.S. Persons With Respect To Certain Foreign Corporations See separate Instructions.

OMB No. 1545-0704

File in Duplicate

(Rev. May 2001)			► See separate						(see Wher	and
Department of the Treasury		Information furnished for the foreign corporation's annual accounting period (tax year required by section 898) (see instructions) beginning $7/31$ , 2001, and ending $12/31$ , 2001					File in the			
Internal Revenue Service		e instructions) of	grining //si		A Identifying number					
Name of person filing this					65-0773649					
W. R. GRACE & C				<del></del>			inetructio	no Chec	k applicable	pav(ae)).
Number, street, & room or suit 5400 BROKEN SOU				s) <b>5</b> Cale	gory or ill	er (5 <del>0</del> 0	1	2	3 X 4 2	
City or town, state, and Z				C Enter	r the total pe	ercentag	e of the for	eign corpo	ation's voting	stock
BOCA RATON, FL	33487			you o	wned at the	end of	ts annual a	ccounting p	eriod	100 %
Filer's tax year beginning	01/01	, 20 01	, and ending 12/	31	, ;	20 01				
D Person(s) on whose		ation return is file	ed:		· · · · · · · · · · · · · · · · · · ·					
(1) Name (2) A			(2) Address		(3) 10	lentifyir	ng numbe	(4) Che Share holde	eck applicat Officer	Director
										<u></u>
		*								·
	· · · · · · · · · · · · · · · · · · ·									
Important: Fill in all ap	plicable lines and	schedules. All in	formation must l	oe in the Engli	sh langua	ge. All	amounts	must be	stated in U.S	6. dollars
1a Name and address		tion			<del></del> .	······· ]	<b>b</b> Empk	over ident	ification num	ber, if any
PIERI S.A.	or loreign corpora	(601)						,		
EN BUDRON E9						Ì	C Countr	y under wh	ose laws incor	porated
1052 LE MONT	-SITE-LATISAN	INE. SWITZ	ERLAND					CZERLA		
d Date of incorporation	***************************************	place of busn.	f Principal bu	siness activity	a Princi	pal bus	iness act	ivity <b>h</b> f	unctional cu	rrency
a sate of monitorina				number	CHEM	•				
2/9/90	SWITZ	ERLAND	422600		PROD	WHOI	ESALE	R Sv	iss Fra	nc
2 Provide the following	a information for t	he foreign corpo	ration's accounti	ng period state	ed above.					
a Name, address, and				b If a U.S. in		return	was filed	, please s	how:	
(if any) in the United			•	. T L	1- !	(		(ii) U.	S. income ta	x paid
(				(I) Taxab	ele income	or (los	s)	(2	fter all credit	is)
C Name and address	of foreign corpora	ation's statutory o	r resident	<b>d</b> Name and	daddress	(includ	ing corpo	rate depa	artment, if ap	plicable) of
agent in country of i	ncorporation			person (o	r persons)	) With C	ustody of on of suc	DOOKS & h books a	records of the	if different
				corporation, and the location of such books and records, if different						
				ALAIN CAVILLON						
				ALAIN C	AVILLO	N				
5 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6	!	Compa								
	ock of the Fo		ration							
Part I ALL Clas	Ses of Slock			<u> </u>	(b) Num	ber of	shares iss	sued and	outstanding	
(a) D	escription of each	class of stock		(i) Ber					End of ann	uai
(a) D	socipion of each	01433 01 3100K							counting per	
COMMON	<del></del>							100		
COPITON	·			·						
				*****						
Part II Addition	al Information	n for Prefer	ed Stock	1						
(To be con	pleted only by C	ategory 1 filers to	or foreign person	al holding con	npanies)					
	otion of each class								(d) Indicat	e whether
(Note: This de	scription should n	natch the correst	onding	(b) Par		(c)	Rate of	dividend	stock is cut	mulative or
descrip	tion entered in Pa	art I, column (a).)	-	functional	currency				noncun	nulative
	<u></u>	<del></del> -								

Page 2

Form 5471 (Rev. 5-2001)				Page 2
Schedule B U.S. Shareholder	s of Foreign Corporation (See the instruction	s.)		
(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder (Note: This description should match the corresponding description entered in Schedule A, Part I, column (a).)	(C) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
*W. R. GRACE & CO CONN 7500 GRACE DRIVE COLUMBIA MD, 21044			100	
13-5114230				<del> </del>
*A WHOLLY OWNED SUBSIDIARY OF				
W. R. GRACE & CO.				
				1
		<u> </u>		
				1
				<u> </u>
				1
				10

Income Statement (See the instructions.) Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

				Functional Currency	U.S. Dollars
	12	Gross receipts or sales	1a	860,818.	509,682.
		Returns and allowances	1b	-9,487.	-5,617.
		the contract of the contract o	1c	870,305.	515,299.
1	2	Cost of goods sold	2	512,428.	303,404.
N	3	Gross profit (subtract line 2 from line 1c)	3	357,877.	211,895.
C	4	Dividends	4		
M	5	Interest	5		
E	6	Gross rents, royalties, and license fees	6		•
	7	Net gain or (loss) on sale of capital assets	7		
	8	Other income (attach schedule)	8	10,515.	6,226.
	9	Total income (add lines 3 through 8)	9	368,392.	218,121.
	10	Compensation not deducted elsewhere	10	200,932.	118,970.
n	1 7 7	Rents, royalties, and license fees	11	16,956.	10,040.
D E	11	Interest	12		
D	12	Depreciation not deducted elsewhere	13	<u> </u>	
Ü	13		14		
Ţ	14	Depletion	15		
6	15	Taxes (exclude provision for income, war profits, and excess profits taxes)			
N	16	Other deductions (attach schedule exclude provision for income, war profits, and	16	39,138.	23,173.
S	l	excess profits taxes)	17	257,026.	152,183.
	17	Total deductions (add lines 10 through 16)	8/92/893		
	18	Net income or (loss) before extraordinary items, prior period adjustments, and the			
L		provision for income, war profits, and excess profits taxes (subtract line 17	18	111,366.	65,938.
NG		from line 9)	19	111,300.	03,730.
FÖ	19	Extraordinary items and prior period adjustments (see instructions)	20	26,502.	15,692.
' M E	20	Provision for income, war profits, and excess profits taxes (see instructions)	20	20,302.	23,032.
_	21	Current year net income or (loss) per books (line 18 plus line 19 minus line 20)	21	84,864.	50,246.

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chedule E Income, War Profits, and Exces	ess Profits Taxes Paid or Accrued (See instructions.)  Amount of tax			
(a) Name of country or U.S. possession	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars	
U.S.		E SECOND		
SWITZERLAND	26,502.	0.5921063	15,692	
			····	
			· · · · · · · · · · · · · · · · · · ·	

Schedule F **Balance Sheet** 

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Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for

DAST	M corporations.		(a)	(b)
	Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash	1		176,173.
2a	Trade notes and accounts receivable	2a		308,773.
	Less allowance for bad debts	2b	( )	( 1,267.
3	Inventories	3		25,529.
4	Other current assets (attach schedule)	4		15,941.
5	Loans to stockholders and other related persons	5		
6	Investment in subsidiaries (attach schedule)	6		
7	Other investments (attach schedule)	7		0.
8a	Buildings and other depreciable assets	8a		17,357.
	Less accumulated depreciation	8b	( )	( 1,978.
	Depletable assets	9a		
	Less accumulated depletion	9b	( )	(
10	Land (net of any amortization)	10		
11	Intangible assets:			
а	Goodwill	11a		
b	Organization costs	11b		
C		11c		
d	Less accumulated amortization for lines 11a, b, and c	11d	( )	(
12	Other assets (attach schedule)	12		0.
13	Total assets	13	0.	540,528.
	Liabilities and Stockholders' Equity			
	Liabiliaes and Otookijoladio manif			
14	Accounts payable	14		44,339.
15	Other current liabilities (attach schedule) SEE . STATEMENT . 4	15		285,399.
16	Loans from stockholders and other related persons	16		
17	Other liabilities (attach schedule)	17		0.
18	Capital stock:			
а	Preferred stock	18a		
b	Common stock	18b		59,483.
19	Paid-in or capital surplus (attach reconciliation)	19	0.	100,826.
20	Retained earnings	20		50,481.
21	Less cost of treasury stock	21	(	(
	•			
22	Total liabilities and stockholders' equity	22	0.	540,528.
CAA	1 54713 NTE 25689 Convergit 2001 Greatland / Neico I.P Forms Software Only			

	5471 (Rev. 5-2001) PIERI S.A.				Paç
Sch	edule G Other Information				Yes
1	During the tax year, did the foreign corporation own at least a 10% interpretable?	erest, directly or indire	ectly, in a foreign		🛮
					_
_	an interest in any	trust?			Ц
		se insi wele disiedale	IBU do dimino volument		
	* 10 2701-2 200 301.//	U1-3 (	* * * * * * * * * * * * * * * * * * * *		·····
	from their owners under negulators sections sold to the following the fire owners under whose law	s the entity was orgal	nized, and EIN (IT any)		
	of each entity.				
Sch	requie H Current Earnings and Profits (See the instr	uctions.)			
leen e	stants Enter the amounts on lines 1 through 5c in functional currency.			1	84,8
1	Current year net income or (loss) per foreign books of account				04,0
•	· · · · · · · · · · · · · · · · · · ·		<del>,</del>		
2	Net adjustments made to line 1 to determine current	Net	Net		
_	earnings and profits according to U.S. financial and tax	Additions	Subtractions		
	accounting standards (see instructions):				
а	Capital gains or losses				
b	Depreciation and amortization				
C	Depletion				
ď	Investment or incentive allowance	<u> </u>			
6	Charges to statutory reserves				
f	Inventory adjustments				
g	Tayes				
h	Other (attach schedule)	0			
3	Total net additions	0			
4	Table at subtractions		0.		84,8
<u>.</u>	o want seminar and profits (line 1 plus line 3 minus line 4)			5a	04,0
h	DASTM gain or (loss) for foreign corporations that use DASTM (see	Instructions)		5b 5c	84,8
_	Outside lines Ea and Sh			130	
d	Current earnings and profits in U.S. dollars (line 5c translated at the	appropriate exchange	a rate as delined in	5d	50,2
	section 989(b) and the related regulations) (see instructions)		0.592090		30,2
			0.322020		
Sc	Enter exchange rate used for line 5d F hadule Summary of Shareholder's Income Fro	m Foreign Corp	Oration (See the instruc	T T	
MATE .				11	
1	Subpart F income (line 40b, Worksheet A in the instructions)		************	} <del>-</del>	
				2	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instru	uctions)	1 . I	-	
3	Proviously excluded subpart F income withdrawn from qualified inve	estments (line ob, vvo	K2119er C III nie	3	
				-	
4	Drawin up to evaluated export trade income withdrawn from investment	it in export trace asse	IS (IIII / D, WOIKSHOOL D	4	
	in the instructions)			<del>-</del> -	
				5	
5	Factoring income			<del>-</del>	
				6	
6	Total of lines 1 through 5. Enter here and on your income tax return	. See instructions			<del></del>
•				7	
7	Dividends received (translated at spot rate on payment date under	section 989(b)(1))		-	
•					
	Exchange gain or (loss) on a distribution of previously taxed incom-	e		8	<u> </u>
8	Excitation dail of (1033) of a distribution with				

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#### **SCHEDULE J** (Form 5471)

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(Rev. May 2001) Department of the Treasury Internal Revenue Service

## Accumulated Earnings and Profits (E&P) of Controlled Foreign Corporation

▶ Attach to Form 5471. See Instructions for Form 5471.

OMB No. 1545-0704

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

identifying number 65-0773649

0.

Schedule J (Form 5471) (Rev. 5-2001)

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Name of foreign corporation PIERI S.A. (c) Previously Taxed E&P (see instructions) (b) Pre-1987 E&P (d) Total Section (a) Post-1986 Not Previously Taxed (pre-87 section 959(c)(3) (sections 959(c)(1) and (2) balances) 964(a) E&P Important. Enter Undistributed Earnings (post-86 section 959(c)(3) (ii) Earnings Invested in Excess Passive Assets (iii) Subpart F (i) Earnings (combine columns amounts in functional Invested in U.S. Property (a), (b), and (c)) Income currency. balance) balance) Balance at 0. beginning of year 84,864 2a Current year E&P **b** Current year deficit in E&P Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)
Amounts included
under sec. 951(a) or
reclassified under
section 959(c) in 84,864 current year 5a Actual distributions or reclassifications of previously taxed E&P **b** Actual distributions of nonpreviously taxed E&P 6a Balance of previously taxed E&P at end of year (line 1 plus line 4, 0 0 0 minus line 5a) b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus 0 84,864 line 5b) Balance at end of year. (Enter amount 84,864. from line 6a / line 6b.

84,864 whichever is applic.) For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

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### SCHEDULE M (Form 5471)

(Rev. May 2001) Department of the Treasury Internal Revenue Service

## **Transactions Between Controlled Foreign Corporation** and Shareholders or Other Related Persons

▶ Attach to Form 5471. See instructions for Form 5471.

OMB No. 1545-0704

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number 65-0773649

Name of foreign corporation

PIERI S.A.

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Swiss Franc 0.5920900 Enter the relevant functional currency and the exchange rate used throughout this schedule (d) Any other foreign corporation or partnership controlled by U.S. person filing this return (e) 10% or more U.S. hareholder of controlled foreign corporation (other than the U.S. (f) 10% or more U.S. shareholder of any (C) Any domestic (a) Transactions corporation controlling the foreign corporation (b) U.S. person filing this return partnership controlled by U.S. person filing this return foreign corporation person filing this return) 1 Sales of stock in trade (inventory)..... 2 Sales of property rights (patents, trademarks, etc.). . . . . 3 Compensation received for technical, managerial, engineering, construction, or like services.... 4 Commissions received . . . . . . 5 Rents, royalties, and license fees received..... 6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income). . . . . 8 Premiums received for insurance or reinsurance..... 0. 0 0. 0. 9 Add lines 1 through 8 . . . . . . . . 10 Purchases of stock in trade (inventory)......... 11 Purchases of tangible property other than stock in trade . . . . . . 12 Purchases of property rights (patents, trademarks, etc.). . . . . 13 Compensation paid for technical, managerial, engineering, construction, or like services. . . . . . . . . . 14 Commissions paid..... 15 Rents, royalties, and license 16 Dividends paid ..... 0. 0. 0 0. 0. 18 Add lines 10 through 17 . . . . 19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions . . . 20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions . .

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

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SCHEDULE O (Form 5471)

## Organization or Reorganization of Foreign Corporation, and Acquisitions and Dispositions of its Stock

OMB No. 1545-0704

(Rev. May 2001)

Department of the Treasury Internal Revenue Service

▶ Attach to Form 5471. See Instructions for Form 5471.

110 0 11 11		_
	Identifying number	
	CE.0773649	

Name of person filing Form 5471 W. R. GRACE & CO. & SUBSIDIARIES

Name of foreign corporation								
PIERI S.A.					. <u>.</u>			
important: Complete a separate Schedu	le O for each foreign	corporation for whi	ch inforn	nation must t	oe reported.			
Part I To Be Completed by	U.S. Officers ar	nd Directors					,	(0)
(a) Name of shareholder for whom acquisition information is reported		(b) of shareholder	Ide	(c) ntifying numl of shareholde	ber Date of c	ondinal	Date 0	(e) if additional acquisition
		-						
		<u> </u>					_	
Part II To Be Completed by	U.S. Sharehold	ers		<u></u>				<del></del>
Note: If this return is require persons and the date each	d because one or m became a U.S. perso	ore shareholders be on.			attach a list sho	wing the	names (	of such
	Section A	- General Shareho		rmation			<del></del>	(c)
(a) Name, address, and identifying number	(a) For shareholder's latest U.S. income tax return filed, indicate:				Date (if any) share holder last filed info, return under			
of shareholder(s) filing this schedule	Type of return	Type of return (enter form number) Date return filed		Internal Revenue Service Center where filed			section 6046 for the foreign corporation	
W. R. GRACE & CO CONN. COLUMBIA, MD 21044	CONN. 1120 9/15/01 ATLANTA							
13-5114230								
Section B	U.S. Persons Wh	o Are Officers or D	irectors	of the Fore	Ign Corporation	1		(d)
(a)		(b) Address	(b) (c)				Checi	(d) cappropriate box(es)
Name of U.S. officer or director		Addioso					Office	er Director
							-	
							-	
	Sect	ion C Acquisitio	n of Sto	ock	<u>-</u>	463	<u> </u>	
(a)	(b) Class of stock			(d) ethod of	(e Number of sha		res acqu	
Name of shareholder(s) filing this schedule	acquired	acquisition	1	quisition	(1) Directly	Indir	ectly	(3) Constructively
W P CPACE & CO - CONN.	COMMON	7/31/2001	PU	RCHASE		10	0	

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule O (Form 5471) (Rev. 5-2001)

for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).

(b) List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock ▶

(c) If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see the instructions for an example).

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000433 09/03/2002 W. R. GRACE & CO. & SUBSIDIARIES PIERI S.A. Statement 1 65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Income

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Description	Functional Currency	U.S. Dollars		
OPERATING REVENUE OTHER INCOME	2,386 8,129	1,413 4,813		
Total	10,515	6,226		

000433 09/03/2002 W. R. GRACE & CO. & SUBSIDIARIES PIERI S.A. Statement 2 65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Deductions

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Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION ADVERTISING TELEPHONE COMMUNICATIONS OPERATING COSTS UTILITIES REPAIRS AND MAINTENANCE SERVICE CHARGES	1,000 3,897 30,191 878 228 3,217 -273	592 2,307 17,876 520 135 1,905 -162
Total	39,138	23,173

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Tax Year Ended 12/31/2001

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Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH		15,941
Total	0	15,941

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000433 09/03/2002 W. R. GRACE & CO. & SUBSIDIARIES PIERI S.A. Statement 4 65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

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Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE INCOME TAXES PAYABLE ACCRUED CURRENT LIABILITI INTER CORPORATE BAL. WITH		45,573 32,545 54,138 153,143
Total	0	285,399